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March 23, 2017

Honorable Paul G. Gardephe  
United States District Judge  
United States District Courthouse  
40 Foley Square - Room 2204  
New York, New York 10007

Re: Alpha Capital Anstalt vs. Iconic Brands, Inc.  
17 CV 2075 (PGG)

Dear Judge Gardephe:

We represent Plaintiff Alpha Capital Anstalt ("Alpha Capital") in the captioned matter. In the Order to Show Cause dated March 22, 2017, Your Honor requested Plaintiff's counsel to make a submission explaining why venue is appropriate in this District. Paragraph 6 of the Note sued upon (Exhibit A to the moving affirmation) provides as follows:

"This Note shall be governed by and construed in accordance with the laws of the State of New York. Each of the parties consents to the jurisdiction of the state and Federal courts of the State of New York residing in New York County in connection with any dispute arising under this Note and hereby waives, to the maximum extent permitted by law, any objection, including any objection based on *forum non conveniens*, to the bringing of any such proceeding in any such jurisdictions."

In addition to the parties' agreement to venue in this District, Alpha Capital was represented in the negotiations leading up to purchase of the Note by LH Financial Services, Inc., a New York corporation with its principal of business at 510 Madison Avenue, New York, New York. All of the negotiations of the transactions on behalf of Alpha Capital occurred in this District. Venue, therefore, under 28 U.S.C. §1391(b)(2) is appropriate in this District.

Respectfully,



Kenneth A. Zitter

KAZ/nr